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Mar 03 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F94000000978 (6)

1. Corporation Name
RPS MANAGEMENT COMPANY, INC.



Principal Place of Business
**1935 CAMINO VIDA ROBLE
 CARLSBAD CA 92008**

Mailing Address
**1935 CAMINO VIDA ROBLE
 CARLSBAD CA 92008-6513**

3. Date Incorporated or Qualified
02/28/1994

3a. Date of Last Report
02/14/1996

4. FEI Number
33-0601404

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business
 21 Suite, Apt #, etc.
 22 City & State
 23 Zip
 24 Country

2a. Mailing Address
 26 Suite, Apt #, etc.
 27 City & State
 28 Zip
 29 Country

9. Name and Address of Current Registered Agent
**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	BIRD, ALLAN S	
STREET ADDRESS	1935 CAMINO VIDA ROBLE	
CITY - ST - ZIP	CARLSBAD CA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	VON RUSTEN, JOHN H	
STREET ADDRESS	1935 CAMINO VIDA ROBLE	
CITY - ST - ZIP	CARLSBAD CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	GREEN, PATRICIA M	
STREET ADDRESS	1935 CAMINO VIDA ROBLE	
CITY - ST - ZIP	CARLSBAD CA 92008	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BRODSKY, JOHN A	
STREET ADDRESS	1935 CAMINO VIDA ROBLE	
CITY - ST - ZIP	CARLSBAD CA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	V
5.3 STREET ADDRESS	WHITE, E. CLARK
5.4 CITY - ST - ZIP	1935 CAMINO VIDA ROBLE CARLSBAD, CA 92008
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE: *Patricia M. Green* PATRICIA M. GREEN, SECRETARY 2/6/97 619-431-9100

CR2E034 (9/96)